

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)
) Chapter 11
)
W. R. GRACE & CO. et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.) Objection Deadline: Feb. /6, 2005 at 4:00p.m.
Hearing Date : TDB only if necessary

**FEE DETAIL FOR CARELLA, BYRNE, BAIN, GILFILLAN, CECCHI,
STEWART & OLSTEIN'S MONTHLY FEE APPLICATION FOR THE PERIOD
FROM DECEMBER 1, 2004 THROUGH DECEMBER 31, 2004**

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners 1, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

EXHIBIT A

W.R. GRACE & COMPANY
 5400 BROKEN SOUND BLVD., N.W.
 BOCA RATON, FL 33487
 ATTN: RICHARD A. SENFTLEBEN, ESQ.

January 19, 2005
 Invoice No. 26469
 Client No. 734680

For Professional Services Rendered through 12/31/04

Matter # 734680.1 VS. HONEYWELL INTERNATIONAL

Litigation and Litigation Consulting

12/02/04 JMA Phone - C. Marraro re: ICO opposition to Joint Motion to Dismiss and position re: appeal	.50	187.50
12/03/04 JMA Phone - C. Marraro re: Substitution of counsel, Howrey & Simon for Wallace, King	.30	112.50
12/03/04 JMA Receipt and review letter form Special Master to Citicorp re: L.C.	.20	75.00
12/03/04 JMA Receipt and review NEF re: ICO opposition to joint motion	.10	37.50
12/03/04 JMA Receipt and review letter from D. Field to Clerk	.10	37.50
12/03/04 JMA Receipt and review Honeywell Rule 60(B) notice of motion	.20	75.00
12/03/04 JMA Receipt and review Honeywell brief in support of Rule 60(B) motion	.60	225.00
12/03/04 JMA Receipt and review Honeywell proposed Order vacating injunction	.20	75.00
12/03/04 JMA Receipt and review email from M. Sprague re: joint motion reply	.20	75.00
12/03/04 JMA Receipt and review list of provisions in Orders and final Judgment to be vacated	.20	75.00
12/03/04 JMA Compare list of provisions with Final Judgment and Orders	.60	225.00
12/03/04 JMA Appeal - receipt and review letter from J. Brody to Third Circuit Clerk	.10	37.50
12/03/04 JMA Appeal - receipt and review Honeywell reply re: limitations on appeal issues	.40	150.00
12/03/04 JMA Receipt and review email from T. Pasuit re: Special Master' Ninth Progress Report	.10	37.50

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12/03/04 JMA	Receipt and review Ninth Progress Report of Special Master	.40	150.00
12/03/04 MEF	Phones with CHM regarding 8/26/04 order	.20	50.00
12/04/04 JMA	Receipt and review email from CHM to M. Sprague re: reply on joint motions	.10	37.50
12/04/04 JMA	Receipt and review email from T. Pasuit re: Second Amended Stipulation re: immediate action items	.10	37.50
12/04/04 JMA	Receipt and review Second Amended Stipulation re: immediate action items	.30	112.50
12/04/04 JMA	Receipt and review notice of electronic filing re: Rule 60(B)5 motion	.10	37.50
12/04/04 JMA	Receipt and review Special Master's 18th Fee Application Notice of Motion	.20	75.00
12/04/04 JMA	Receipt and review proposed Order re: Special Master's 18th Fee Application	.20	75.00
12/04/04 JMA	Receipt and review Special Master's 18th Fee Application	.30	112.50
12/05/04 JMA	Review Rules re: substitution of counsel	.30	112.50
12/05/04 JMA	Preparation of Substitution of Counsel - Howrey & Simon for Wallace King	.40	150.00
12/06/04 JMA	Phone - CHM re: ICO position on joint motions by Grace and Honeywell	.40	150.00
12/06/04 JMA	Phone - Judge Cavanaugh's law clerk re: Special Master fee submission	.20	75.00
12/08/04 JMA	Revise Substitution of Attorney	.20	75.00
12/08/04 JMA	Letter to CHM	.20	75.00
12/08/04 JMA	Phone - CHM re: rule 60 motion filed by Honeywell	.40	150.00
12/09/04 JMA	Receipt and review notice of electronic filing re: Honeywell Rule 60(B) motion	.10	37.50
12/09/04 JMA	Phone - R. Senftleben re: status of motions	.20	75.00
12/09/04 JMA	Phone - CHM re: status of joint motion to dismiss	.20	75.00

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12/09/04 JMA	Receipt and review notice of electronic filing re: Honeywell and Grace reply brief re: joint motion	.10	37.50
12/09/04 JMA	Receipt and review Grace and Honeywell reply brief	.30	112.50
12/09/04 JMA	Receipt and review revised Order re: Honeywell and Grace joint motion to dismiss	.20	75.00
12/09/04 JMA	Receipt and review email from T. Pasuit re: Special Master meeting	.10	37.50
12/09/04 JMA	Receipt and review notice of electronic filing re: special Master's 18th Fee application	.10	37.50
12/09/04 JMA	Receipt and review letter from K. Coakley re: 100% Design	.10	37.50
12/09/04 JMA	Receipt and review email from K. Millian re: objections to proposed Order-Joint Motion	.30	112.50
12/09/04 JMA	Receipt and review email from M. Sprague with revisions to proposed Order re: joint motion	1.30	487.50
12/09/04 JMA	Receipt and review email from K. Millian re: comment to joint motion Order	.10	37.50
12/09/04 JMA	Receipt and review letter from D. Field to Clerk re: Honeywell and Grace reply - Joint Motion	.10	37.50
12/09/04 JMA	Receipt and review email from K. Millian re: joint motion	.10	37.50
12/09/04 JMA	Receipt and review email from M. Sprague re: joint motion	.10	37.50
12/09/04 JMA	Receipt and review email from CHM re: joint motion	.10	37.50
12/09/04 JMA	Receipt and review notice of electronic filing re: second restated SPAP Order	.10	37.50
12/09/04 JMA	Receipt and review executed Second Restated SWAP Order	.20	75.00
12/09/04 JMA	Receipt and review notice of electronic filing re: Order setting time for Honeywell opposition to ICO fee application	.10	37.50

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12/09/04 JMA	Receipt and review Order setting time for Honeywell opposition to ICO fee application	.10	37.50
12/09/04 JMA	Receipt and review notice of electronic filing re: Special Master's 17th fee application	.10	37.50
12/09/04 JMA	Receipt and review Order re: Special Master's 17th fee application	.10	37.50
12/10/04 JMA	Receipt and review Carella, Byrne 33rd monthly fee application	.30	112.50
12/22/04 JMA	Conference with CHM re:schedule of Joint Motion to Dismiss	.30	112.50
12/23/04 JMA	Receipt and review ICO reply papers re: fees on fees application	.40	150.00
12/23/04 JMA	Receipt and review letter from C. Pravlik to Judge Cavanaugh	.10	37.50
12/23/04 JMA	Receipt and review letter from K. Millian	.10	37.50
12/23/04 JMA	Receipt and review notice of electronic filing re: ICO reply papers	.10	37.50
12/27/04 JMA	Receipt and review letter from B. Terris to Judge Cavanaugh re: adjournment of motions	.20	75.00
12/27/04 JMA	Receipt and review letter from Third Circuit Clerk re: jurisdictional issue	.10	37.50
12/28/04 JMA	Receipt and review notice of electronic filing re: notice of motion - Special Master's 19th fee application	.10	37.50
12/28/04 JMA	Receipt and review notice of motion - Special Master's 19th fee application	.20	75.00
12/28/04 JMA	Receipt and review Special Master's 19th fee application	.30	112.50
12/28/04 JMA	Receipt and review proposed Order re: Special Master's fee application	.10	37.50
12/28/04 JMA	Receipt and review Honeywell notice of motion and supporting papers re: surreply - fees on fees application	.20	75.00
12/28/04 JMA	Receipt and review notice and briefing schedule from Third Circuit re: RCRA fee award	.30	112.50

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12/28/04 JMA	Receipt and review notice of electronic filing re: Special Master's 18th Fee Application	.10	37.50
12/28/04 JMA	Receipt and review Order re: Special Master's 18th fee application	.10	37.50

Fee Applications, Applicant

12/06/04 MEF	Fee Application - Email from S. Bossay regarding 13th Interim Quarterly Fee Application	.10	25.00
12/06/04 MEF	Fee Application - review Exhibits A&B	.30	75.00
12/06/04 MEF	Fee Application - voice mail S. Bossay	.10	25.00
12/06/04 MEF	Fee Application - email to S. Bossay	.20	50.00
12/06/04 MEF	Fee Application - PACER search - CNO regarding 32nd Monthly Fee Application	.20	50.00
12/06/04 MEF	Fee Application - review CNO regarding 32nd Monthly Fee Application	.20	50.00
12/07/04 MEF	Fee Application - review November 2004 fee detail	.50	125.00
12/07/04 MEF	Fee Application - email from S. Bossay regarding 13th chart and project categories	.20	50.00
12/07/04 MEF	Fee Application - email to S. Bossay regarding 13th application	.10	25.00
12/10/04 MEF	Fee Application - prepare 33rd monthly fee application	.80	200.00
12/10/04 MEF	Fee Application - letter to P. Cuniff regarding 33rd fee application	.20	50.00

Total Fees:

6,325.00

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SUMMARY OF FEES:

-----TIME AND FEE SUMMARY-----			
-----TIMEKEEPER-----	RATE	HOURS	FEES
J M AGNELLO	375.00	14.80	5550.00
M E FLAX	250.00	3.10	775.00
TOTALS		17.90	6325.00

EXHIBIT B

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Disbursements

12/31/04 Faxes	85.00
12/31/04 Telephone	13.25
12/31/04 Computer Searches	0.70
12/31/04 Federal Express	22.50

Total Costs	121.45

Total Due this Matter	6,446.45
=====	

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
)	
W. R. GRACE & CO. et al. ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	

VERIFICATION

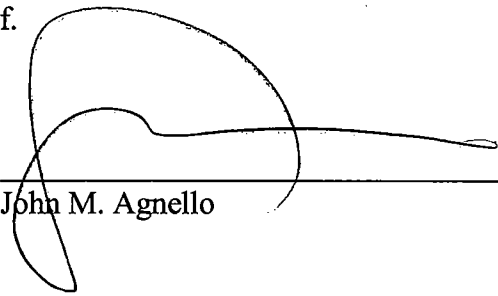
JOHN M. AGNELLO, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein and I am a member in good standing of the bars of the State of New Jersey, the United States District Court for the District of New Jersey, the United States Court of Appeals for the Third Circuit, the State of New York, the United States District Courts for the Southern and Eastern Districts of New York and the Supreme Court of the United States.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. -Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (Ma Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G_ C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Curving, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

2. I have personally performed certain of, and overseen the legal services rendered by Carella, Byrne, Bain, Gilfillan, Cecchi, Stewart & Olstein as special litigation and environmental counsel to the Debtors and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

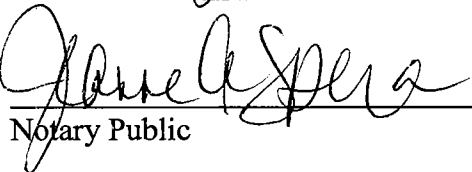
3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.



John M. Agnello

In the State of New Jersey

SWORN TO AND SUBSCRIBED
before me this 21st day of January, 2005



Notary Public

My Commission Expires:

JEANNE A. SPERA
A Notary Public Of New Jersey
My Commission Expires August 13, 2007